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April 11, 2005

## BY HAND

Securities and Exchange Commission 450 Fifth Street, N.W. Washington, D.C.

RECD S.E.G.

APR 1 1 2005

Re: Sahaviriya Steel Industries Public Company Limited Commission File No. 82-5008

#### Ladies and Gentlemen:

On behalf of our client, Sahaviriya Steel Industries Public Company Limited (the "Company"), we enclose herewith for submission with the Securities and Exchange Commission pursuant to Rule 12g3-2(b) promulgated under the Securities and Exchange Act of 1934, Resolutions of Shareholder's Meeting No.16 of Sahaviriya Steel Industries Public Company Limited which were submitted to the Stock Exchange of Thailand on April 5, 2005.

Please contact Daniel J. Duncan of this office at (202) 626-3630 if you have any questions regarding this submission. Please acknowledge receipt of the enclosed by stamping and returning to our messenger the enclosed copy of this letter.

Sincerely,

Daniel J. Duncan

Legal Assistant Clerk

PROCESSED

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Enclosure

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# บริษัท สหวิริยาสตีลอินดัสตรี จำกัด (มหาชน) SAHAVIRIYA STEEL INDUSTRIES PUBLIC COMPANY LIMITED

ช่างักงานกรุงเทพ - 28/1 อาคารประการิทย์ ชั้น 2-3 ณสุรภักดิ์ แขวเลือน เขตบางรัก กรุงเทพฯ 10500 กะเบียนหพที่ นนค 3.05

HEAD OFFICE 28% Prapawit Bldg., 2-3 FL., Surasak Rd., Silom, Bangrak, Bangkok 10500 Thailand

ISO 9001 โรงเกม 9 หมู่ 7 ค.แม่ร์เห็ง ค.บางละหาย อ.ประชาบศิรีร์เหล่ 77140

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Fax 1 (6632) 691416, 691421

(English Translation)

Ref. S.E.C. 031/2005

April 5, 2005

Re: Reports on Resolutions of Shareholders' Meeting No. 16

Attn.: President

The Stock Exchange of Thailand

The Ordinary General Shareholders' Meeting No. 16 of Sahaviriya Steel Industries Public Company Limited held on April 5, 2005 at 2:00 p.m. at Crystal Room, Holiday Inn Silom Bangkok Hotel, No. 981 Silom Sub-District, Bangrak District, Bangkok Metropolis, passed the following resolutions.

- 1. Certified the minutes of Extraordinary Shareholders' Meeting No.1/2004 held on November 18, 2004.
- 2. Certified the annual report and directors' report for the year 2004.
- 3. Approved the company's audited balance sheet as of December 31, 2004 and profit and loss statements for the year ended December 31, 2004.
- 4. Approved (i) the allocation of 2004 net income after accumulated loss of Baht 4,187,603,100.52 as a legal reserve in the amount of Baht 209,380,155.02 so that the legal reserve is not less than 10 percent of the authorized capital, (ii) the dividend payment for the period starting from July to December 2004 at Baht 0.05 per share (par value of Baht 1.00 each) and the closing date of share registration for right on receiving dividend is March 16, 2005 at noon and the dividend payment date is May 4, 2005, and for its acknowledgement of the payment of the interim dividend for the period starting from January to June 2004 at Baht 0.10 per share, which was paid on December 23, 2004. Therefore, the total dividend payment for the year 2004 is Baht 0.15 per share.
- 5. Approved the re-appointment of directors, whose tenure has ended, as follows:

1. Mr. Maruey Phadoongsidhi Chairman of the Board of Directors and

Executive Director

2. Mr. Visith Noiphan Independent Director, Audit Committee

Member and Chairman of the Nomination

Committee

3. Mr. Somehai Pipitvijitkorn Director, Executive Director and Remuneration

Committee Member

4. Mr. Permpoon Krairiksh Director and Executive Director

5. Mr. Nuttawit Boonyawat Director and Executive Director

SETGM16E

The new board of directors are as follows:

1. Mr. Maruey Phadoongsidhi Chairman of the Board of Directors and Executive Director 2. Ms. Prapa Viriyaprapaikit Director 3. Mr. Wit Viriyaprapaikit Director and Chairman of the Board of Executive Directors 4. Ms. Kesree Narongdei Independent Director and Chairperson of the Audit Committee 5. Mr. Visith Noiphan Independent Director, Audit Committee Member and Chairman of the Nomination Committee Independent Director and Chairman of the 6. Mr. Tawee Butsuntorn Remuneration Committee 7. Mr. Tongchat Hongladaromp Independent Director 8. Mr. Prateep Buphaintr Independent Director, Audit Committee Member and Nomination Committee Member Director and Remuneration Committee Member 9. Mr. Taweesak Sananarong 10. Mr. Kamol Juntima Director and Nomination Committee Member 11. Mr. Somchai Pipitvijitkorn Director, Executive Director and Remuneration Committee Member Director and Executive Director 12. Mr. Permpoon Krairiksh 13. Mr. Nuttawit Boonyawat Director and Executive Director Director and Executive Director 14. Mr. Piya Viriyaprapaikit 15. Mr. Win Viriyaprapaikit Director, Executive Director and President

### 6. Approved the directors' remuneration as follows:

- To adjust the meeting allowance for the directors and committee members which were appointed by the company's Board of Directors as well as the directors' pension fee or annual bonus considering dividend payment for the company's shareholders, which is indirectly linked to the company overall performance, as proposed by the Remuneration Committee. For other remunerations beyond those proposed by the Remuneration Committee shall remain as per previous approval from the shareholders' meeting.
- 2. Approved to pay bonus for the year 2004 to (1) the Board of Directors of totally 14 persons (not including Mr. Win Viriyaprapaikit, the president who is part of the company's management) at approximately 0.25 percent of the dividend paid to the Shareholders (In 2004, the company paid dividend to the shareholders holding 13,101,280,000 shares at Baht 0.15 per share in the total amount of Baht 1,965,192,000), (2) the Chairman of the Board of Directors and the Chairman of the Board of Executive Directors shall receive a bonus at higher amount than the directors by 10 percent and 5 percent respectively, in the total amount of Baht 4,913,000 (Four Million Nine Hundred and Thirteen Thousand Baht), which is dividing as follows:

2.1 Chairman of the Board of Directors of 1 person

381.920 Baht

2.2 Chairman of the Board of Executive Directors of 1 person

364,560 Baht

2.3 Directors of 12 persons, each receive at

347,210 Baht

- 7. Approved the appointment of Ms. Thanawan Anuratbodee (License No.3440) and/or Mr.Suphamit Techamontrikul (License No.3356) and/or Ms.Somporn Dulyawit (License No.3709) of Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditors for the accounting period in 2005 and the auditing fee as proposed by the auditors.
- 8. Approved the issuance and offering of debentures for sale at one time or at certain intervals of time depending upon the discretion of, and terms and conditions fixed by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors in a total issue size not exceeding Baht 6,000 million, the purpose of the debentures is to use as working capital and repay the long-term loans to the lenders in the amount of Baht 5,600 million. The details are as follows:

## Preliminary Details of the Debentures

Type

: All types of secured and/or unsecured debentures (except convertible debentures) subject to (i) the market conditions; (ii) terms and conditions fixed by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors; and (iii) approvals from the Office of the Securities and Exchange Commission as required by laws.

Denomination

Thai Baht and/or other currency equivalent.

Issue Size

The principal amount of the debentures to be issued shall not

exceed Baht 6,000,000,000

Interest Rate

: To be fixed by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors subject to the market conditions at the

time of the issuance and the offcring

Term

: Not exceeding 10 years from the date of issuance

The Offering

To be made by public offering or private placement to domestic and/or international market pursuant to the Notification of the Securities and Exchange Commission and/or any other notification being in force at the time of the issuance of the debentures by the Company, in whole in a single offering or in part in multiple offerings as determined by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors.

Maturity Date Call and Put Option

The expiration of the term of debentures

The right of debenture holders or the Company to redeem the debentures prior to maturity shall be subject to the terms and conditions of each series of Debentures at the time of issuance.

The Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors shall be empowered (i) to determine the time to issue, other details and conditions for the issuance and the offer of the debentures for sale, such as type, amount of debentures for each issuance, maturity, placement, and collateral; (ii) to negotiate, conclude and enter into any agreement or related documents and perform any other acts necessary and appropriate in connection with the Debentures; (iii) to appoint any selling agent, underwriters, advisors, trustees, registrar and/or other related parties and to agree on remuneration and expenses and to enter into any agreements or execute any documents with any relevant parties pursuant to laws, rules and regulations and to take any action necessary for and pertinent to the issuance, offer and sale of the Debentures and to contact relevant authority for permission.

For your information.

Yours Faithfully,
- Signature Win Viriyaprapaikit
President



ISO 9001

ISO 14001

# บริษัท สหวิริยาสตีลอินดัสตรี จำกัด (มหาชน) SAHAVIRIYA STEEL INDUSTRIES PUBLIC COMPANY LIMITED

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- 5. Approved the re-appointment of directors, whose tenure has ended, as follows:

1. Mr. Maruey Phadoongsidhi Chairman of the Board of Directors and

Executive Director

2. Mr. Visith Noiphan Independent Director, Audit Committee

Member and Chairman of the Nomination

Committee

3. Mr. Somehai Pipitvijitkorn Director, Executive Director and Remuneration

Committee Member

4. Mr. Permpoon Krairiksh Director and Executive Director

5. Mr. Nuttawit Boonyawat Director and Executive Director

SETGM16E

The new board of directors are as follows:

Chairman of the Board of Directors and 1. Mr. Maruey Phadoongsidhi Executive Director 2. Ms. Prapa Viriyaprapaikit Director 3. Mr. Wit Viriyaprapaikit Director and Chairman of the Board of Executive Directors 4. Ms. Kesree Narongdej Independent Director and Chairperson of the Audit Committee 5. Mr. Visith Noiphan Independent Director, Audit Committee Member and Chairman of the Nomination Committee 6. Mr. Tawee Butsuntorn Independent Director and Chairman of the Remuneration Committee Independent Director 7. Mr. Tongchat Hongladaromp 8. Mr. Prateep Buphaintr Independent Director, Audit Committee Member and Nomination Committee Member Director and Remuneration Committee Member 9. Mr. Taweesak Sananarong 10. Mr. Kamol Juntima Director and Nomination Committee Member Director, Executive Director and Remuneration 11. Mr. Somchai Pipitvijitkorn Committee Member Director and Executive Director 12. Mr. Permpoon Krairiksh 13. Mr. Nuttawit Boonyawat Director and Executive Director Director and Executive Director 14. Mr. Piya Viriyaprapaikit 15. Mr. Win Viriyaprapaikit Director, Executive Director and President

## 6. Approved the directors' remuneration as follows:

- To adjust the meeting allowance for the directors and committee members which were appointed by the company's Board of Directors as well as the directors' pension fee or annual bonus considering dividend payment for the company's shareholders, which is indirectly linked to the company overall performance, as proposed by the Remuneration Committee. For other remunerations beyond those proposed by the Remuneration Committee shall remain as per previous approval from the shareholders' meeting.
- 2. Approved to pay bonus for the year 2004 to (1) the Board of Directors of totally 14 persons (not including Mr. Win Viriyaprapaikit, the president who is part of the company's management) at approximately 0.25 percent of the dividend paid to the Shareholders (In 2004, the company paid dividend to the shareholders holding 13,101,280,000 shares at Baht 0.15 per share in the total amount of Baht 1,965,192,000), (2) the Chairman of the Board of Directors and the Chairman of the Board of Executive Directors shall receive a bonus at higher amount than the directors by 10 percent and 5 percent respectively, in the total amount of Baht 4,913,000 (Four Million Nine Hundred and Thirteen Thousand Baht), which is dividing as follows:

2.1 Chairman of the Board of Directors of 1 person

381.920 Baht

2.2 Chairman of the Board of Executive Directors of 1 person

364,560 Baht

2.3 Directors of 12 persons, each receive at

347,210 Baht

- 7. Approved the appointment of Ms. Thanawan Anuratbodee (License No.3440) and/or Mr.Suphamit Techamontrikul (License No.3356) and/or Ms.Somporn Dulyawit (License No.3709) of Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditors for the accounting period in 2005 and the auditing fee as proposed by the auditors.
- 8. Approved the issuance and offering of debentures for sale at one time or at certain intervals of time depending upon the discretion of, and terms and conditions fixed by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors in a total issue size not exceeding Baht 6,000 million, the purpose of the debentures is to use as working capital and repay the long-term loans to the lenders in the amount of Baht 5,600 million. The details are as follows:

## Preliminary Details of the Debentures

Type : All types of secured and/or unsecured debentures (except

convertible debentures) subject to (i) the market conditions; (ii) terms and conditions fixed by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors; and (iii) approvals from the Office of the Securities and Exchange Commission as required

by laws.

Denomination : Thai Baht and/or other currency equivalent.

Issue Size : The principal amount of the debentures to be issued shall not

exceed Baht 6,000,000,000

Interest Rate : To be fixed by the Board of Directors or Board of Executive

Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors subject to the market conditions at the

time of the issuance and the offering

Term: Not exceeding 10 years from the date of issuance

The Offering : To be made by public offering or private placement to

domestic and/or international market pursuant to the Notification of the Securities and Exchange Commission and/or any other notification being in force at the time of the issuance of the debentures by the Company, in whole in a single offering or in part in multiple offerings as determined by the Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive

Directors.

Maturity Date : The expiration of the term of debentures

Call and Put : The right of debenture holders or the Company to redeem the debentures prior to maturity shall be subject to the terms and conditions of each series of Debentures at the time of issuance.

- A .

The Board of Directors or Board of Executive Directors or the Chairman of the Board of Directors or the person authorized by the Board of Directors or Board of Executive Directors shall be empowered (i) to determine the time to issue, other details and conditions for the issuance and the offer of the debentures for sale, such as type, amount of debentures for each issuance, maturity, placement, and collateral; (ii) to negotiate, conclude and enter into any agreement or related documents and perform any other acts necessary and appropriate in connection with the Debentures; (iii) to appoint any selling agent, underwriters, advisors, trustees, registrar and/or other related parties and to agree on remuneration and expenses and to enter into any agreements or execute any documents with any relevant parties pursuant to laws, rules and regulations and to take any action necessary for and pertinent to the issuance, offer and sale of the Debentures and to contact relevant authority for permission.

For your information.

Yours Faithfully,
- Signature Win Viriyaprapaikit
President



ISO 9001

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The expiration of the term of debentures

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For your information.

Yours Faithfully,
- Signature Win Viriyaprapaikit
President